

Detailed Review of Proposed Changes

Proposed Changes to Constitution

Description of Change	Rationale for Change
Various Referenced Section numbers updated to reflect the new section numbers in the Associations Incorporations Act 2015	Local Legislation Changes
All references to the Associations Incorporations Act 1987 updated to reference Associations Incorporations Act 2015	Local Legislation Changes
<p>Rule 10 (Resolving Disputes) added:</p> <p>10. Resolving Disputes</p> <p>10.1. The grievance procedure set out in this rule applies to disputes under these Rules between:</p> <p>(a) a member and another member; or</p> <p>(b) a member and the WA Chapter.</p> <p>10.2. Disputes between members (in their capacity as members) of the Chapter, and disputes between members and the Chapter, are to be referred to the Board in the first instance. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.</p> <p>10.3. For disputes between the Chapter and/or members of the Chapter which do not involve the Project Management Institute (PMI), Chapters agree to submit such disputes for resolution through the PMI Conflict Resolution and Mediation Program, so as to effectuate a fair and efficient method to resolve internal disputes. The parties agree that this Program shall be the sole method for resolution of such disputes unless PMI consents to resolution outside the Program or enforcement of such requirements is prohibited by law.</p> <p>10.4. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.</p> <p>10.5. The mediator must be –</p> <p>(a) a person chosen by agreement between the parties; or</p> <p>(b) in the absence of agreement-</p> <p>(i) in the case of a dispute between a member and another member, a person appointed by the</p>	<p>Local Legislation Changes - Including a clause for “A procedure for dealing with any dispute under or relating to the rules: between members; or between members and the incorporated association”</p>

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<p>Board of the WA Chapter; or</p> <p>(ii) in the case of a dispute between a member and the WA Chapter, a person who is a mediator employed by the WA equivalent of a Dispute Resolution government body.</p> <p>10.6. A member of the WA Chapter can be a mediator.</p> <p>10.7. The mediator cannot be a member who is a party to the dispute.</p> <p>10.8. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.</p> <p>10.9. The mediator, in conducting the mediation, must –</p> <p>(a) give the parties to the mediation process every opportunity to be heard; and</p> <p>(b) allow due consideration by all parties of any written statement submitted by any party; and</p> <p>(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.</p> <p>10.10. The mediator must not determine the dispute.</p> <p>10.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at Law.</p>	
<p>Section 15 (Nominations Committee) added:</p> <p>15. Nominations Committee</p> <p>15.1. The President, with the approval of the Board by majority, shall appoint a Nominating Committee consisting of at least three (3) members of the Chapter in good financial standing, including the immediate past President, if available.</p> <p>15.2. The Nominating Committee shall be chaired by the Immediate Past President, or if he or she is not available, by a Member in good financial standing, appointed by the President.</p> <p>15.3. No member of the Nominating Committee shall be included in the selection of nominees prepared by this committee</p> <p>15.4. A candidate may withdraw their nomination by notifying the Nominating Committee in writing</p> <p>15.5. The Nominating Committee shall present its final candidate recommendations to the Chapter membership no less than fourteen (14) days prior to the election and prepare an election ballot for use at the election</p>	<p>Ensure Alignment Between the Constitution and Bylaws - Providing consistent and clear definition of Nominations Committee in both Bylaws and Constitution</p>
<p>Section 18.9 updated from "The Secretary may give a notice under sub-rule 16.5 or 16.8 by; (a) serving it on a member personally; or (b) sending it by post to a member at the</p>	<p>Local Legislation Changes - Updating the wording of notice to ensure that it aligns with the Model Rules</p>

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<p>address of the member appearing in the register of members kept and maintained under section 27 of the Act." to "The Secretary may give a notice under sub-rule 16.5 or 16.8 by; (a) serving it on a member personally; (b) delivered by hand to the recorded address of the member; or (c) sent by prepaid post to the recorded postal address of the member; or (d) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member."</p> <p>Section 19.1 updated from "At a general meeting ten (10) percent of members present in person or by proxy constitute a quorum" to "At a general meeting five (5) percent of members present in person or by proxy constitute a quorum"</p>	<p>for Associations provided by the WA Government</p>
<p>Replaced Section 21 (Voting rights of members of Association) with the following text from the Bylaws:</p> <p>21. Voting rights of members of Association</p> <p>21.1. All members in good standing of the WA Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited</p> <p>21.2. Elections shall be conducted by electronic vote in compliance with local jurisdiction, during an annual or special meeting of the membership, or by mail ballot to all voting members in good standing</p> <p>21.3. A Chapter member in good financial standing may elect to vote either in person or by proxy if unable to attend the meeting in person.</p>	<p>Ensure Alignment Between the Constitution and Bylaws - Ensuring that the same percentages exist in both the Constitution and Bylaws and they align with the best practices in Region 10.</p> <p>Ensure Alignment Between the Constitution and Bylaws - Ensuring that the same percentages exist in both the Constitution and Bylaws and they align with the best practices in Region 10.</p>
<p>Section 23 (Financial Year) added:</p> <p>23. Financial Year</p> <p>23.1. The financial year of the WA Chapter shall be from 1 January to 31 December</p>	<p>Local Legislation Changes - Including a clause for "The day in each year on which the financial year of the incorporated association commences"</p>
<p>Section 24 (Financial Matters) added:</p> <p>24. Financial Matters</p> <p>24.1. The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board</p>	<p>Local Legislation Changes - Including a clause for the definition of how Financial Matters are handled within the Chapter. This is copied from the Model Rules for Associations provided by the WA</p>

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<p>24.2. The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.</p> <p>24.3. Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.</p> <p>24.4. The Board may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.</p> <p>24.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —</p> <p>(a) 2 Board members; or</p> <p>(b) one Board member and a person authorised by the Board.</p> <p>24.6. For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.</p>	<p>Government.</p>
<p>Section 25 (Payments to Board or Committee Members) added:</p> <p>25. Payments to Board or Committee Members</p> <p>25.1. A Board or Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses as defined in the Chapter's Expense Reimbursement Policy properly incurred —</p> <p>(a) in attending a Board or Committee meeting or</p> <p>(b) in attending a general meeting; or</p> <p>(c) otherwise in connection with the Association's business</p>	<p>Local Legislation Changes - Including a clause for "The circumstances (if any) in which payment may be made to a member of the committee out of the funds of the association"</p>

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Proposed Changes to Bylaws

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<p>Article V – Board of Directors</p> <p>Sections 8 through 12 removed, leaving the only definition of the roles of the mandatory officers of President, Vice President, Finance Director and Secretary. These sections defined the roles of the Directors of Certification, Communications, Education, Events and Marketing.</p>	<p>Ensure Alignment Between the Constitution and Bylaws - Required to avoid conflicting statements in Bylaws and align Bylaws with Constitution's wording.</p>
<p>Article VI – Nominations and Elections</p> <p>Section 3 modified from "Candidates who are elected shall take office on the first day of November following their election, or one month following the election and shall hold office for the duration of their terms or until their successors have been elected and qualified." to "Candidates who are elected shall take office on the first day of May following their election, or one month following the election and shall hold office for the duration of their terms or until their successors have been elected and qualified."</p>	<p>Financial Year Alignment - Alignment with global standards and ensuring that stated election periods and term start dates align with changes to financial year</p>
<p>Article IX - Chapter Finance</p> <p>Section 1 changed from "The fiscal year of the WA Chapter shall be from 1 July to 30 June." to "The financial year of the WA Chapter shall be from 1 January to 31 December."</p>	
<p>Article VII – Nominations Committee</p> <p>Article added to include the following, which provides greater definition of the Nominations Committee, it's makeup and procedural aspects around the Committee:</p> <p>Section 1. The President, with the approval of the Board by majority, shall appoint a Nominating Committee consisting of at least three (3) members of the Chapter in good financial standing, including the immediate past President, if available.</p> <p>Section 2. The Nominating Committee shall be chaired by the Immediate Past President, or if he or she is not available, by a Member in good financial standing, appointed by the President.</p> <p>Section 3. A candidate may withdraw their nomination by notifying the Nominating Committee in writing.</p> <p>Section 4. The Nominating Committee shall present its final candidate recommendations to the Chapter membership no less than fourteen (14) days prior to the election and prepare an election ballot for use at the election.</p>	<p>Ensure Alignment Between the Constitution and Bylaws - Providing consistent and clear definition of Nominations Committee in both Bylaws and Constitution</p>

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<p>Article X – Meetings of the Membership</p> <p>Section 2 changed from "Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President" to "Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (5%) of the voting membership directed to the President"</p> <p>Article X – Meetings of the Membership</p> <p>Section 5 changed from "A quorum at all annual and special meetings of the WA Chapter shall be five percent (10%) of the voting membership in good standing, present and in person." to "A quorum at all annual and special meetings of the WA Chapter shall be five percent (5%) of the voting membership in good standing, present and in person or by proxy."</p>	<p>Ensure Alignment Between the Constitution and Bylaws - Ensuring that the same percentages exist in both the Constitution and Bylaws and they align with the best practices in Region 10.</p>
<p>Article XI - Inurement and Conflict of Interest</p> <p>Added Section 6 to handle clarification of Dispute Resolution: It states "For disputes between WA Chapter and/or Chapter members which do not involve PMI, Chapters agree to submit such disputes for resolution through the PMI Conflict Resolution and Mediation Program, so as to effectuate a fair and efficient method to resolve internal disputes. The parties agree that this Program shall be the sole method for resolution of such disputes unless PMI consents to resolution outside the Program or enforcement of such requirements is prohibited by law."</p>	<p>Ensure Alignment Between the Constitution and Bylaws - The new Act requires a dispute resolution policy. This replicates the key point of the Dispute Resolution process from the Constitution and Bylaws</p>
<p>Article XIII - Amendments</p> <p>Section 2 changed from "Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation." to "Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (5%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation."</p>	<p>Ensure Alignment Between the Constitution and Bylaws - Ensuring that the same percentages exist in both the Constitution and Bylaws and they align with the best practices in Region 10.</p>
<p>Article XIV - Dissolution</p> <p>Section 1 changed from "In the event that the WA Chapter or its governing officers failed to act according to this bylaws and WA Chapter's or all PMI® policies, procedures, and rules outlined in the</p>	<p>Incorporating Latest PMI Bylaw Template Updates</p> <p>- Grants greater rights to our Chapter and members in the unlikely case of Chapter Charter revocation.</p>

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<p>charter agreement, PMI® has a right to dissolve the WA Chapter. " to "In the event that the WA Chapter or its governing officers failed to act according to this bylaws and WA Chapter'S or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the WA Chapter charter and require the chapter to seek dissolution."</p> <p>Article XIV - Dissolution</p> <p>Section 2 changed from "In the event that the WA Chapter failed to deliver value to its members as outlined in WA Chapter'S business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to dissolve the WA Chapter. " to "In the event that the WA Chapter failed to deliver value to its members as outlined in WA Chapter'S business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the WA Chapter charter and require the chapter to seek dissolution."</p> <p>Article XIV - Dissolution</p> <p>Section 3 changed from "Section 3. In the event the WA Chapter is considering dissolution of the Chapter, then the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy." to "Section 3. In the event the WA Chapter is considering dissolution of the Chapter, then the WA Chapter's members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy."</p> <p>Article XIV - Dissolution</p> <p>Section 5 added, stating "Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve."</p>	<p>NOTE: All changes in this section were proposed by PMI to align with the global standards</p>